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State of Maryland
**Department of
Assessments and Taxation**

Charter Division



Martin O'Malley
Governor

Robert E. Young
Director

Paul B. Anderson
Administrator

Date: 05/06/2014

THE CORPORATION TRUST INCORPORATED
351 WEST CAMDEN STREET
BALTIMORE MD 21201-7912

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:
ENTITY NAME : EASTERN GAS & WATER INVESTMENT COMPANY, LLC
DEPARTMENT ID : Z14742514
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 05-02-2014
TIME FILED : 04:07 PM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000362006405478
CUSTOMER ID : 0003082860
WORK ORDER NUMBER : 0004299440

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

STATE OF FORMATION: DELAWARE

C/O THE CORPORATION TRUST COMPANY

PRINCIPAL OFFICE: 1209 ORANGE STREET

WILMINGTON DE 19801

RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED

351 WEST CAMDEN STREET

BALTIMORE MD 21201-7912

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(Z14742514) EASTERN GAS & WATER INVESTMENT COMPANY, LLC.

MERGED ENTITIES:

(D00512459) THE CHESTERTOWN SHORGAS COMPANY.

ARTICLES OF MERGER
OF
THE CHESTERTOWN SHORGAS COMPANY
(a Maryland corporation)
WITH AND INTO
EASTERN GAS & WATER INVESTMENT COMPANY, LLC
(a Delaware limited liability company)

RECEIVED
2014 MAY -2 3 4 01
TREASURER'S
OFFICE

FIRST: The Chestertown Shorgas Company, a corporation organized and existing under the laws of the State of Maryland (the "Merging Corporation"), and Eastern Gas & Water Investment Company, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Surviving Entity," and together with the Merging Corporation, the "Constituent Entities"), have agreed that the Merging Corporation shall be merged into said Surviving Entity (the "Merger"). The terms and conditions of the Merger and the mode of carrying the same into effect are as set forth in these Articles of Merger (the "Articles").

SECOND: The Merging Corporation is a corporation organized under the laws of the State of Maryland on July 6, 1945 and is a wholly owned subsidiary of the Surviving Entity.

THIRD: The Surviving Entity is a limited liability company organized under the laws of the State of Delaware on October 27, 1995. The Surviving Entity registered to do business in the State of Maryland on June 25, 2012.

FOURTH: The principal office of the Merging Corporation in the State of Maryland is located in Kent County. The Surviving Entity has no principal office in the State of Maryland. Neither the Merging Corporation nor the Surviving Entity owns an interest in land in any county in Maryland.

FIFTH: The address of the principal office of the Surviving Entity in its state of organization is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801. The name and address of the resident agent in Maryland for the Surviving Entity is The Corporation Trust Incorporated, 351 West Camden Street, Baltimore, MD 21201.

SIXTH: The Merger and these Articles of Merger were duly advised, authorized and approved on May 2, 2014, by unanimous written consent of the entire board of directors of the Merging Corporation without any vote of the stockholders of the Merging Corporation in accordance with and pursuant to Section 3-106 of the Maryland General Corporation Law.

SEVENTH: The Merger and these Articles of Merger were duly advised, authorized and approved on May 2, 2014 by written consent of the sole member and by written consent of the sole manager of the Surviving Entity in the manner and by the vote required by the Operating Agreement of the Surviving Entity and in accordance with and pursuant to Section 209(b) of the Delaware Limited Liability Company Act.

EIGHTH: The Merging Corporation has an authorized capitalization of one hundred thousand (100,000) shares of common stock, par value \$1.00 per share, with an aggregate par value of \$100,000.

NINTH: The Surviving Entity has an authorized capitalization of one hundred (100) common units of membership interest.

TENTH: The manner and basis of converting or exchanging the issued stock or units of membership interest of the Constituent Entities, as applicable, into different stock, units of membership interest, or other consideration, and the manner of dealing with any issued stock or units of membership interest of the Constituent Entities, as applicable, not to be so converted or exchanged on the Effective Date (as defined below) shall be as follows:

(a) Each unit of membership interest of the Surviving Entity which is issued and outstanding on the Effective Date shall remain outstanding as one unit of membership interest of the Surviving Entity.

(b) Each share of capital stock of the Merging Corporation which is issued and outstanding on the Effective Date shall be cancelled.

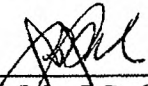
ELEVENTH: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of the Merging Corporation, except insofar as continued by statute, shall cease on the date these Articles are filed of record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, and a Certificate of Merger is filed of record with the Secretary of State of the State of Delaware, as required by the laws of the State of Delaware.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the Merging Corporation has caused these Articles of Merger to be signed in its corporate name and on its behalf by its President and Secretary, and the Surviving Entity has caused these Articles of Merger to be signed in its name and on its behalf by its Sole Manager and President this 2nd day of May, 2014.


Surviving Entity:

**EASTERN GAS & WATER
INVESTMENT COMPANY, LLC**
(a Delaware limited liability company)

By: 
Name: John J. Park
Title: Sole Manager and President
(Authorized Person)

Merging Corporation:

**THE CHESTERTOWN SHORGAS
COMPANY**
(a Maryland corporation)

By: 
Name: John J. Park
Title: President

ATTEST:

Name: Carol Park
Title: Secretary of The Chestertown Shorgas Company

IN WITNESS WHEREOF, the Merging Corporation has caused these Articles of Merger to be signed in its corporate name and on its behalf by its President and Secretary, and the Surviving Entity has caused these Articles of Merger to be signed in its name and on its behalf by its Sole Manager and President this 2nd day of May, 2014.

Surviving Entity:

**EASTERN GAS & WATER
INVESTMENT COMPANY, LLC**
(a Delaware limited liability company)

By: _____
Name: John J. Park
Title: Sole Manager and President
(Authorized Person)

Merging Corporation:


**THE CHESTERTOWN SHORGAS
COMPANY**
(a Maryland corporation)

By: _____
Name: John J. Park
Title: President

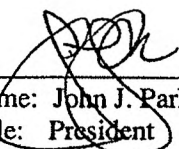
ATTEST:

Carol Park
Name: Carol Park
Title: Secretary of The Chestertown Shorgas Company

THE UNDERSIGNED, John J. Park, the Sole Manager and President of Eastern Gas & Water Investment Company, LLC, a Delaware limited liability company, who executed on behalf of said limited liability company these Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said limited liability company, the foregoing Articles of Merger, to be the corporate act of said limited liability company and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By 
Name: John J. Park
Title: Sole Manager and President

THE UNDERSIGNED, John J. Park, President of The Chestertown Shorgas Company, a Maryland corporation, who executed on behalf of said corporation these Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Name: John J. Park
Title: President



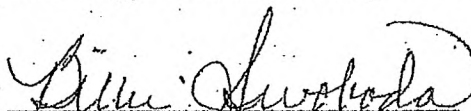
CT Corporation

351 W. Camden Street
Baltimore, MD 21201

410 539 2837 tel
410 332 1178 fax
www.ctlegalsolutions.com

**The Corporation Trust Incorporated hereby consents to act as
resident agent in Maryland for the entity named in the
attached document.**

The Corporation Trust Incorporated


Billie J. Swoboda, VP

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"THE CHESTERTOWN SHORGAS COMPANY", A MARYLAND CORPORATION,
WITH AND INTO "EASTERN GAS & WATER INVESTMENT COMPANY, LLC"
UNDER THE NAME OF "EASTERN GAS & WATER INVESTMENT COMPANY, LLC",
A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE SECOND DAY OF MAY, A.D. 2014, AT 12:05 O'CLOCK P.M.

2556180 8100M

140554288

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1344806

DATE: 05-05-14

State of Delaware
Certificate of Merger of Foreign Corporation
into Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Eastern Gas & Water Investment Company, LLC, a Delaware Limited Liability Company.

Second: The name of the foreign corporation being merged into this surviving Limited Liability Company is The Chestertown Shorgas Company.
The jurisdiction in which the foreign corporation was formed is Maryland.

Third: The Agreement of Merger has been approved and executed by each of the constituent entities.

Fourth: The name of the surviving Limited Liability Company is: Eastern Gas & Water Investment Company, LLC.

Fifth: The merger is to become effective on the date of filing of this Certificate of Merger.

Sixth: The Agreement of Merger is on file at Radnor Corporate Center, Suite 400, 100 Matsonford Road, Radnor, PA 19087,
a place of business of the surviving Limited Liability Company.

Seventh: A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company, on request without cost, to any member or stockholder of the constituent entities.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 2nd day of May, A.D. 2014.

By: 
Authorized Person

Name: John J. Park, Sole Manager and President
Print or Type